

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

**VIA AIR COURIER**

December 4, 1995

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

19825  
24 1995 10:00 AM  
FBI - San Francisco

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of September 1, 1995 between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

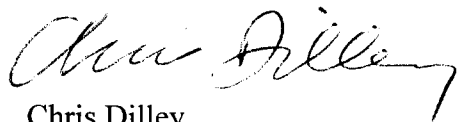
Lessee: Florida Rock Industries  
155 East 21st Street  
Jacksonville, FL 32206

The equipment involved in this transaction is as follows:

Equipment: Twenty (20), 100-ton open top hopper railcars (See Exhibit A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley  
Administrative Assistant

/cpd

Enclosures (2)

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

9825  
2 1995 10:20 AM

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of September 1, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of September 1, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and FLORIDA ROCK INDUSTRIES, INC., a Florida corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the twenty (20) railcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP

FLORIDA ROCK INDUSTRIES, INC.

By: Helm Atlantic Corporation,  
its General Partner

By: [Signature]

Title: President

Date: 11/10/95

By: [Signature]

Title: President FLA Div

Date: 10-27-95

Day

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment dated September 1, 1995 between Helm-Atlantic Associates Limited Partnership and Florida Rock Industries, Inc.

Equipment Description:

Twenty (20), 100-ton, 3350 cubic foot capacity, four pocket, open top hopper railcars with 45 degree slope sheets; built by Bethlehem Steel between 1974 and 1978.

Unit Numbers:

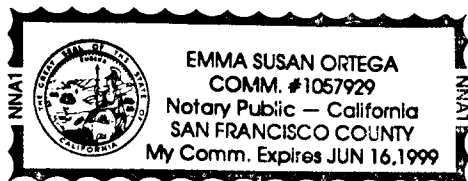
HATX 45040-45059

STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On November 10, 1995, before me, Emma S. Ortega,  
personally appeared David R. Eckles, President of HELM ATLANTIC  
CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed  
the instrument.



Witness my hand and official seal.

Emma Susan Ortega  
SIGNATURE OF THE NOTARY

STATE OF FLORIDA )  
 ) S.S.  
COUNTY OF DUVAL )

On October 27, 1995, before me, Donna Lynne Rehberg,  
personally appeared Robert G. O'Brien, President Aggregates Division,  
of FLORIDA ROCK INDUSTRIES, INC.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed  
the instrument.

Witness my hand and official seal.

DONNA LYNNE REHBERG  
Notary Public, State of Florida  
My Comm. Exp. Nov. 1, 1997  
Comm. No. CC 327349

Donna Lynne Rehberg  
SIGNATURE OF THE NOTARY